

Exhibit D

Budget Plan

Exhibit D-1

Budget Plan for the Compensation Period¹

¹ The total fees sought in this Application exceed the total budgeted fees for the time period, however, by less than 10% (the fees sought exceed the budgeted fees by 0.5%). The higher than budgeted fee amounts were in connection with the ongoing receiver motion matter and the UTIER v Ortiz Vazquez matter. Efforts defending the Oversight Board and the Debtor in connection with these matters and negotiating the Definitive RSA, dated May 3, 2019 contributed to the higher than budgeted fee amounts.

Matter #	Matter Name	February Estimated Fees	February Actual Fees	March Estimated Fees	March Actual Fees	April Estimated Fees	April Actual Fees	May Estimated Fees	May Actual Fees
33260.0022	PROMESA TITLE III: PREPA	\$164,982.28	\$193,866.60	\$288,065.25	\$234,828.60	\$510,228.38	\$435,490.20	\$528,610.01	\$864,914.40
33260.0054	PREPA TITLE III – PREC	\$8,040.35	\$1,661.10	\$2,468.22	\$631.20	\$45,579.04	\$0.00	\$0.00	\$1,893.60
33260.0055	PREPA TITLE III – VITOL	\$0.00	\$2,445.90	\$3,634.35	\$2,130.30	\$2,266.36	\$4,260.60	\$5,171.63	\$0.00
33260.0056	PREPA TITLE III – UTIER CBA	\$17,366.23	\$84,787.50	\$125,985.25	\$54,801.30	\$100,017.79	\$102,519.60	\$124,441.12	\$265,223.70
33260.0058	PREPA TITLE III – RECEIVER MOTIONS	\$776,212.64	\$410,016.00	\$609,240.39	\$1,502,931.30	\$900,000.00	\$738,773.70	\$896,743.89	\$142,177.80
33260.0059	PREPA TITLE III – MISCELLANEOUS	\$3,724.01	\$37,546.20	\$55,789.68	\$13,491.90	\$8,309.99	\$45,130.80	\$54,781.01	\$7,258.80
33260.0070	PREPA TITLE III - UTIER V. ORTIZ VAZQUEZ	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$110,381.10
PREPA Total		\$970,325.51	\$730,323.30	\$1,085,183.14	\$1,808,814.60	\$1,566,401.56	\$1,326,174.90	\$1,609,747.66	\$1,391,849.40
ESTIMATED FEES Compensation Period (February - May 2019) TOTAL:									\$5,231,657.86
ACTUAL FEES Compensation Period (February - May 2019) TOTAL:									\$5,257,162.20
Percent Variance (Actual vs Budgeted Fees)									0.5% above budget

Exhibit D-2

Staffing Plan for the Compensation Period

Staffing Plan for the Compensation Period²

Category of Timekeeper³	Number of Timekeepers Expected to Work on The Matter During the Budget Period⁴	Average Hourly Rate⁵
Partners	19	\$789
Senior Counsel	6	\$789
Associates	14	\$789
e-Discovery Attorneys	5	\$390
Law Clerks	7	\$270
Paraprofessionals	13	\$270

² The number of professionals for this sixth Compensation Period increased significantly over the prior compensation period for a variety of reasons. Additional team members were needed (i) to assist with the negotiation of the Definitive RSA, dated May 3, 2019, and related analysis and strategy; (ii) the filing of the PREPA 9019 Motion to approve certain provisions of the Definitive RSA, and (iii) to assist with litigation connected with the Renewed Receiver Motion, including both substantive and procedural issues, and (iv) to assist with discovery and other litigation matters in UTIER v. PREPA, Case No. 17-AP-229. To respond to these demands, Proskauer increased its staffing of PREPA to ensure that diligent and timely representation was provided to the Oversight Board.

³ Attorney Practice Groups: BSGR&B; Labor & Employment; Litigation; Corporate; and Tax.

⁴ The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the Business Solutions, Governance, Restructuring & Bankruptcy Group ("BSGR&B"); Labor & Employment; Litigation; Corporate, and Tax practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA Title III cases.

⁵ As detailed in the Fifth Interim Application, as of January 1, 2019, Proskauer's rates under the Engagement Letter increased from \$759 to \$789 per hour for attorneys and from \$260 to \$270 per hour for paraprofessionals. Additionally at that time, with the client's knowledge and permission, Proskauer created a new rate class, e-Discovery Attorney, with the rate of \$390 per hour. Rates have not increased during this Compensation Period.